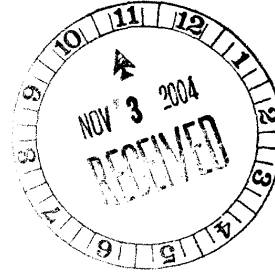




CORPORATION SERVICE COMPANY



November 1, 2004

Barbara Saddler  
Surface Transportation Board  
Recordation Office  
1925 K Street, N.W., Suite 70  
Washington D.C. 20423

RECORDATION NO. 25278 FILED

NOV 03 '04 12-09 PM

RE: 136363-1

SURFACE TRANSPORTATION BOARD

Dear Barbara,

Enclosed are two (2) originals of the **Memorandum of Railcar Lease** dated as of September 20, 2004 between the following parties:

Names and address of the following parties:

Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.**  
1211 Avenue of the Americas, 20<sup>th</sup> Floor New York, NY 10036

Lessee: **CANADIAN PACIFIC RAILWAY COMPANY**  
Suite 500, Gulf Canada Square Calgary, Alberta T2P4Z4

**A short summary of the document to appear in the index follows:**

Memorandum of Railcar Lease between Lessor: **THE CIT GROUP/EQUIPMENT FINANCING, INC.** and Lessee: **CANADIAN PACIFIC RAILWAY COMPANY**, covering 100 lumber flat cars with reporting marks and numbers: CP 319502 – CP 319601 - INCLUSIVE.

Please file this memorandum as a PRIMARY document and return one (1) stamped original to my attention. A check covering the filing fee of thirty dollars (\$30.00) is enclosed.

If you have any questions regarding the filing, please feel free to call me at 800-995-5071 ext. 3813.

Thank you for your prompt assistance.

Sincerely,

April O'Shea  
Motor Vehicle Specialist  
Enclosure

MEMORANDUM OF USE AGREEMENT

THIS MEMORANDUM OF USE AGREEMENT dated as of this 20<sup>TH</sup> day of September, 2004, is made by C.I.T. LEASING CORPORATION, a New York corporation, with an address at 1211 Avenue of the Americas, New York, New York 10036 (the "Lessor"), and CANADIAN PACIFIC RAILWAY COMPANY, a Canadian corporation, with an address at Suite 500, Gulf Canada Square, Calgary, Alberta T2P4Z4 (the "Lessee" and, together with the Lessor, the "Parties").

KNOW ALL PERSONS BY THESE PRESENTS THAT:

WHEREAS, the Lessor and the Lessee entered into that certain Use Agreement (the "Lease") dated as of September 20, 2004 covering the equipment listed on Schedule A hereto (the "Equipment").

WHEREAS, the Parties wish to show for the public record the existence of the aforesaid Lease, and the respective interests therein of the parties and accordingly the Parties have caused this memorandum to be executed by their respective duly authorized officers, as of the date first above written.

NOW, THEREFORE, for valuable consideration, the receipt and sufficiency of which are hereby acknowledged by each of the Parties hereto, by this instrument the Lessor hereby leases and confirms the lease of the Equipment to the Lessee in accordance with the terms and conditions of the Lease, and the Lessee confirms and accepts such terms and conditions, which are incorporated by reference as if fully set forth herein.

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessor by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessor. I further declare under penalty of perjury that the foregoing is true and correct.

C.I.T. LEASING CORPORATION

By: Joseph F. Mankowski  
Name: Joseph Mankowski  
Title: Senior Vice President

I certify that I hold the title set forth below, that this instrument was signed on behalf of the Lessee by authority of its Board of Directors and that I acknowledge that the execution of the foregoing instrument was the free act and deed of the Lessee. I further declare under penalty of perjury that the foregoing is true and correct.

CANADIAN PACIFIC RAILWAY COMPANY

By: John R. Walsh  
Name: John R. Walsh  
Title: Vice President, Real Estate and Supply Services  
Canadian Pacific Railway  
Gulf Canada Square  
401 - 9th Avenue SW  
Calgary, AB T2P 4Z4

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SURFACE TRANSPORTATION BOARD

## Schedule A

Number of Cars			Equipment Description		
100			73' centerbeam lumber flat car		
1	CP	319502	53	CP	319554
2	CP	319503	54	CP	319555
3	CP	319504	55	CP	319556
4	CP	319505	56	CP	319557
5	CP	319506	57	CP	319558
6	CP	319507	58	CP	319559
7	CP	319508	59	CP	319560
8	CP	319509	60	CP	319561
9	CP	319510	61	CP	319562
10	CP	319511	62	CP	319563
11	CP	319512	63	CP	319564
12	CP	319513	64	CP	319565
13	CP	319514	65	CP	319566
14	CP	319515	66	CP	319567
15	CP	319516	67	CP	319568
16	CP	319517	68	CP	319569
17	CP	319518	69	CP	319570
18	CP	319519	70	CP	319571
19	CP	319520	71	CP	319572
20	CP	319521	72	CP	319573
21	CP	319522	73	CP	319574
22	CP	319523	74	CP	319575
23	CP	319524	75	CP	319576
24	CP	319525	76	CP	319577
25	CP	319526	77	CP	319578
26	CP	319527	78	CP	319579
27	CP	319528	79	CP	319580
28	CP	319529	80	CP	319581
29	CP	319530	81	CP	319582
30	CP	319531	82	CP	319583
31	CP	319532	83	CP	319584
32	CP	319533	84	CP	319585
33	CP	319534	85	CP	319586
34	CP	319535	86	CP	319587
35	CP	319536	87	CP	319588
36	CP	319537	88	CP	319589
37	CP	319538	89	CP	319590
38	CP	319539	90	CP	319591
39	CP	319540	91	CP	319592
40	CP	319541	92	CP	319593
41	CP	319542	93	CP	319594
42	CP	319543	94	CP	319595
43	CP	319544	95	CP	319596
44	CP	319545	96	CP	319597
45	CP	319546	97	CP	319598
46	CP	319547	98	CP	319599
47	CP	319548	99	CP	319600
48	CP	319549	100	CP	319601
49	CP	319550			
50	CP	319551			
51	CP	319552			
52	CP	319553			